

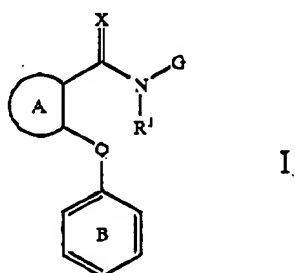
Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

Please amend the claims as follows:

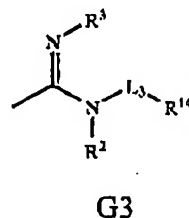
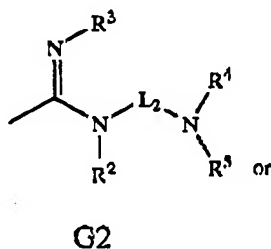
Claim 1. (Previously Presented) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

X is oxygen or sulfur;

G is G2 or G3:



L₂ is a C₂₋₆ alkylidene chain optionally substituted by 1-3 R⁶, wherein the alkylidene chain is optionally interrupted by -C(R¹¹)₂-, -C(R¹¹)₂C(R¹¹)₂-, -C(R¹¹)=C(R¹¹)-, -C≡C-, -O-, -S-, -N(R¹¹)₂-, -N(R¹⁰)CO-, -N(R¹⁰)CO₂-, -CON(R¹⁰)-, -C(R¹¹)(OR¹)-, -CO-, -CO₂-, -OC(=O)-, -OC(=O)N(R¹⁰)-, -SO-, -SO₂-, -N(R¹⁰)SO₂- or -SO₂N(R¹⁰)-, and wherein L₂ or a portion thereof optionally forms part of a 3-7 membered ring;

L₃ is a direct link, a C₀₋₆ alkylidene chain optionally substituted by 1-3 R⁶, wherein the alkylidene chain is optionally interrupted by -C(R¹¹)₂-, -C(R¹¹)₂C(R¹¹)₂-, -C(R¹¹)=C(R¹¹)-, -C≡C-, -O-, -S-, -N(R¹¹)₂-, -N(R¹⁰)CO-, -N(R¹⁰)CO₂-, -CON(R¹⁰)-, -C(R¹¹)(OR¹)-, -

CO-, -CO₂-, -OC(=O)-, -OC(=O)N(R¹⁰)-, -SO-, -SO₂-, -N(R¹⁰)SO₂-, or -SO₂N(R¹⁰)-,

and wherein L₃ or a portion thereof optionally forms part of a 3-7 membered ring;

R¹ is hydrogen or C₁₋₆ aliphatic;

each R² is independently selected from hydrogen, C₁₋₈ aliphatic, C₆₋₁₀ aryl, C₇₋₁₀ aralkyl, or,

when Ring C is a 6-membered aromatic ring, R² is a lone electron pair;

R³ is hydrogen, C₁₋₈ aliphatic, C₆₋₁₀ aryl, or C₇₋₁₀ aralkyl;

R⁴ is hydrogen, C₁₋₈ aliphatic, C=O(C₁₋₈ aliphatic), CO₂(C₁₋₈ aliphatic), C(=O)N(R¹⁰)(C₁₋₇ aliphatic), C₆₋₁₀ aryl, heteroaryl, C₇₋₁₂ aralkyl, or heteroaralkyl;

R⁵ is hydrogen or C₁₋₈ aliphatic, or R⁴ and R⁵ taken together with their intervening nitrogen form a substituted or unsubstituted, aromatic or non-aromatic, 4-14 membered monocyclic, bicyclic or tricyclic ring system having, in addition to said intervening nitrogen, 0-4 ring heteroatoms selected from nitrogen, sulfur or oxygen;

Ring A is phenyl or thienyl wherein Q and C(=X)N(R¹)-G are attached at ortho positions on Ring A and wherein Ring A is optionally substituted by one to three R⁷;

Ring B is phenyl or benzofuranyl, optionally substituted by one or more R⁸;

Q is a C₂-C₄ alkylidene chain optionally substituted by one to three R⁹;

each R⁶ is independently selected from halo, -OR¹, -CN, -C₁₋₆ aliphatic, -N(R¹⁰)₂, -C(=O)(C₁₋₅ aliphatic), -CO₂R¹, -CH₂CO₂R¹, or -C(=O)N(R¹⁰)(C₁₋₅ aliphatic);

each R⁷ is independently selected from -halo, -NO₂, -CN, or a substituted or unsubstituted group selected from -R¹², -OR¹, -SR¹², -C₆₋₁₀ aryl, -heterocyclyl, -heteroaryl, -C₆₋₁₀ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, -N(R¹⁰)₂, -NR¹⁰C(O)R¹, -NR¹⁰C(O)N(R¹⁰)₂, -NR¹⁰CO₂R¹², -CO₂R¹, -C(O)R¹, C(O)N(R¹⁰)₂, -OC(O)N(R¹⁰)₂, -S(O)₂R¹², -SO₂N(R¹⁰).sub- .2, -S(O)₂R¹², -NR¹⁰SO₂N(R¹⁰)₂, -NR¹⁰SO₂R¹², or -C(=NH)-N(R¹⁰)₂ or two adjacent R⁷ taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from nitrogen, oxygen or sulfur;

each R⁸ is independently selected from -halo, -NO₂, -CN, or a substituted or unsubstituted group selected from -R¹², -OR¹, -SR¹², -C₆₋₁₀ aryl, -heterocyclyl, -heteroaryl, -C₆₋₁₀ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, -N(R¹⁰)₂, -NR¹⁰C(O)R¹, -NR¹⁰C(O)N(R¹⁰)₂, -NR¹⁰CO₂R¹², -CO₂R¹, -C(O)R¹, -C(O)N(R¹⁰)₂, -OC(O)N(R¹⁰)₂, -S(O)₂R¹², -SO₂N(R¹⁰)₂, -S(O)₂R¹², -NR¹⁰SO₂N(R¹⁰)₂, -NR¹⁰SO₂R¹², or -

$C(=NH)-N(R^{10})_2$, or two adjacent R^8 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from nitrogen, oxygen or sulfur;

each R^9 is independently selected from halo, OR^1 , CN, C_{1-6} aliphatic, $N(R^{10})_2$,

$-C(=O)(C_{1-5} \text{ aliphatic})$, $CO_2(C_{1-5} \text{ aliphatic})$, or $C(=O)N(R^{10})(C_{1-5} \text{ aliphatic})$, or R^9 and an R^7 , at a position ortho to Q, are taken together with their intervening atoms form a 5-7 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from N, O or S;

each R^{10} is independently selected from hydrogen, a substituted or unsubstituted C_{1-8} aliphatic group, $C(=O)R^1$, CO_2R^1 , SO_2R^1 , or two R^{10} on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S;

each R^{11} is independently selected from hydrogen, CO_2R^{12} , $CON(R^{12})_2$, OR^{12} , or a substituted or unsubstituted C_{1-8} aliphatic group;

each R^{12} is independently selected from a substituted or unsubstituted C_{1-8} aliphatic group;

and R^{14} is hydrogen, C_{1-8} aliphatic, C_{6-10} aryl, heteroaryl, C_{7-12} aralkyl, heteroaralkyl,

heterocyclyl, or R^3 and R^{14} taken together with their intervening nitrogens form a substituted or unsubstituted, aromatic or non-aromatic, 4-14 membered monocyclic, bicyclic or tricyclic ring system having, in addition to said intervening nitrogen, 0-4 ring heteroatoms selected from nitrogen, sulfur or oxygen;

with the proviso that L_3-R^{14} , taken together is not H.

Claims 2-6 (Canceled)

Claim 7. (Previously Presented) The compound or salt of claim 1 wherein G is G2.

Claim 8. (Previously Presented) The compound or salt of claim 7 having one or more features selected from the group consisting of:

- (a) X is oxygen;
- (b) L_2 is a C_{3-4} alkylidene chain;
- (c) Q is $-CH_2CH_2-$;

- (d) (i) R^4 and R^5 are each independently selected from a C_{1-4} aliphatic group, or (ii) R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring, or (iii) R^5 is a C_{1-4} aliphatic group and R^4 is aryl, aralkyl, heteroaryl, or heteroaralkyl; and
(e) Ring B is a substituted phenyl.

Claim 9. (Previously Presented)

The compound or salt of claim 7 wherein:

- (a) X is oxygen;
(b) L_2 is a C_{3-4} alkylidene chain;
(c) Q is $-CH_2CH_2-$;
(d) (i) R^4 and R^5 are each independently selected from a C_{1-4} aliphatic group, or (ii) R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring, or (iii) R^5 is a C_{1-4} aliphatic group and R^4 is aryl, aralkyl, heteroaryl, or heteroaralkyl;
(e) Ring A is phenyl or thienyl; and
(f) Ring B is phenyl.

Claim 10. (Previously Presented)

The compound or salt of claim 7 having one or more features selected from the group consisting of:

- (a) X is oxygen;
(b) L_2 is $-CH_2CH_2CH_2-$ or $-CH(CH_3)CH_2CH_2-$;
(c) Q is $-CH_2CH_2-$;
(d) R^4 and R^5 are each independently selected from a C_{1-3} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring; and
(e) Ring B is a substituted phenyl.

Claim 11. (Previously Presented) The compound or salt of claim 7 wherein:

- (a) X is oxygen;
(b) L_2 is $-CH_2CH_2CH_2-$ or $-CH(CH_3)CH_2CH_2-$;
(c) Q is $-CH_2CH_2-$;

- (d) R^4 and R^5 are each independently selected from a C_{1-3} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring; and
- (e) Ring B is a substituted phenyl.

Claim 12. (Previously Presented) The compound or salt of claim 1 wherein G is G3.

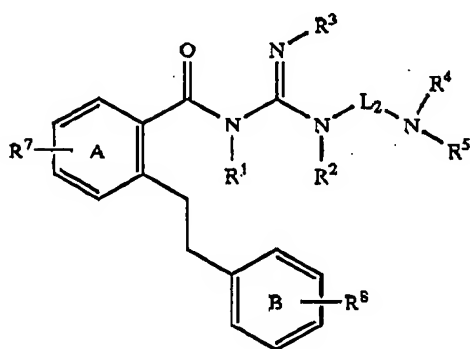
Claim 13. (Previously Presented) The compound or salt of claim 12 having one or more features selected from the group consisting of:

- (a) X is oxygen;
- (b) L_3 is selected from a direct link, $-\text{CH}_2-$, $-\text{CH}(\text{R}^6)-$, $-\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$;
- (c) Q is $-\text{CH}_2\text{CH}_2-$;
- (d) R^5 is C_{1-3} alkyl, CO_2H , $\text{CO}_2(\text{C}_{1-6}\text{alkyl})$, $\text{CH}_2\text{CO}_2\text{H}$, or $\text{CH}_2\text{CO}_2(\text{C}_{1-6}\text{alkyl})$;
- (e) R^{14} is selected from a C_{1-6} aliphatic group or a 5-6 membered heterocyclic ring; and
- (f) Ring B is a substituted phenyl.

Claim 14. (Previously Presented) The compound or salt of claim 12 having one or more features selected from the group consisting of:

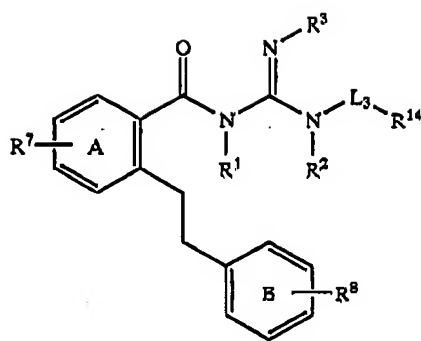
- (a) X is oxygen;
- (b) L_3 is $-\text{CH}_2-$ or $-\text{CH}(\text{R}^6)-$;
- (c) R^6 is C_{1-3} alkyl, CO_2H , $\text{CO}_2(\text{C}_{1-6}\text{alkyl})$, $\text{CH}_2\text{CO}_2\text{H}$, or $\text{CH}_2\text{CO}_2(\text{C}_{1-6}\text{alkyl})$;
- (d) R^{14} is a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;
- (e) Q is $-\text{CH}_2\text{CH}_2-$; and
- (f) Ring B is a substituted phenyl.

Claim 15. (Previously Presented) The compound or salt of claim 1 represented by formulae II-C or II-D:



II-C

or



II-D

wherein:

R^1 and R^2 are each hydrogen;

R^3 is hydrogen;

L_2 is $-\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-$, or $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_2-$;

L_3 is a direct link, $-\text{CH}_2-$, $-\text{CH}(\text{R}^6)-$, $-\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$;

R^6 is C_{1-3} alkyl, CO_2H , $\text{CO}_2(\text{C}_{1-6}$ alkyl), $\text{CH}_2\text{CO}_2\text{H}$, or $\text{CH}_2\text{CO}_2(\text{C}_{1-6}$ alkyl);

R^7 is absent or is one to three of -halo, $-\text{NO}_2$, $-\text{CN}$, $-\text{R}^{12}$, $-\text{OR}^1$, $-\text{SR}^{12}$, $-\text{C}_{6-10}$ aryl, -

heterocyclyl, -heteroaryl, $-(\text{C}_{6-10}$ aryl)alkyl, $-(\text{heterocyclyl})\text{alkyl}$, $-(\text{heteroaryl})\text{alkyl}$, $-\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{C}(\text{O})\text{R}^1$, $-\text{NR}^{10}\text{C}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{CO}_2\text{R}^{12}$, $-\text{CO}_2\text{R}^1$, $-\text{C}(\text{O})\text{R}^1$, $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})_2\text{R}^{12}$, $-\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})\text{R}^{12}$, $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{SO}_2\text{R}^{12}$, or $-\text{C}(=\text{NH})-\text{N}(\text{R}^{10})_2$;

R^8 is one or more of -halo, $-\text{NO}_2$, $-\text{CN}$, or a substituted or unsubstituted group selected from $-\text{R}^{12}$, $-\text{OR}^1$, $-\text{SR}^{12}$, $-\text{C}_{6-10}$ aryl, -heterocyclyl, -heteroaryl, $-(\text{C}_{6-10}$ aryl)alkyl, -

$(\text{heterocyclyl})\text{alkyl}$, $-(\text{heteroaryl})\text{alkyl}$, $-\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{C}(\text{O})\text{R}^1$, $-\text{NR}^{10}\text{C}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{CO}_2\text{R}^{12}$, $-\text{CO}_2\text{R}^1$, $-\text{C}(\text{O})\text{R}^1$, $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})_2\text{R}^{12}$, $-\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})\text{R}^{12}$, $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{SO}_2\text{R}^{12}$, $-\text{C}(=\text{NH})-\text{N}(\text{R}^{10})_2$, or two adjacent R^8 taken together with their intervening atoms form a furan ring;

R^4 and R^5 (i) are each independently selected from a C_{1-4} aliphatic group, or (ii) R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring, or (iii) R^4 is a C_{1-4} aliphatic group and R^5 is aryl, aralkyl, heteroaryl, or heteroaralkyl;

R^{14} is a C_{1-6} aliphatic or 5-6 membered heterocyclic ring or R^3 and R^{14} taken together with their intervening nitrogens form a 4-6 membered ring;

each R^{10} is independently selected from hydrogen, a substituted or unsubstituted C_{1-8} aliphatic group, $C(=O)R^1$, CO_2R^1 , SO_2R^1 , or two R^{10} on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S; and
each R^{12} is independently selected from a substituted or unsubstituted C_{1-8} aliphatic group.

Claim 16. (Previously Presented) The compound or salt of claim 15 wherein:

R^1 and R^2 are each hydrogen;

R^3 is hydrogen;

L_2 is $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, $-CH(CH_3)CH_2CH_2-$, or $-CH(CH_3)CH_2CH_2CH_2-$;

L_3 is a direct link, $-CH_2-$, $-CH(R^6)-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, or $-CH_2CH_2CH_2CH_2-$;

R^6 is CO_2H , $CO_2(C_{1-6} \text{ alkyl})$, CH_2CO_2H , or $CH_2CO_2(C_{1-6} \text{ alkyl})$;

R^7 is absent or is -halo, $-CN$, $-R^{12}$, $-OR^1$, $-SR^{12}$, $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, or $-NR^{10}SO_2R^{12}$;

R^8 is -halo, $-CN$, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, $-N(R^{10})_2$, $-NR^1$, $-C(O)R^1$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})R^{12}$, $-S(R^{10})_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, $-NR^{10}SO_2R^{12}$, or two adjacent R^8 taken together with their intervening atoms form a furan ring;

R^4 and R^5 are each independently selected from C_{1-3} alkyl or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

R^{14} is a C_{1-6} aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each R^{10} is hydrogen; and

each R^{12} is independently selected from a substituted or unsubstituted C_{1-5} aliphatic group.

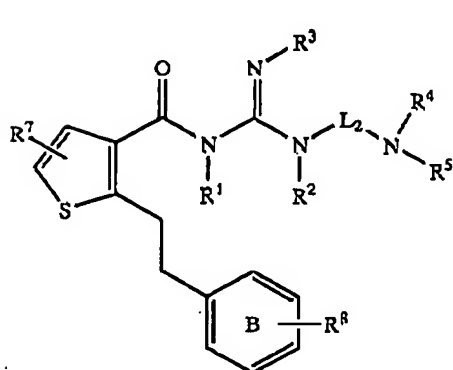
Claim 17. (Previously Presented) The compound or salt of claim 16 wherein:

R^7 is absent or is halo;

Ring B is a phenyl ring having two R^8 substituents that are para to one another; and

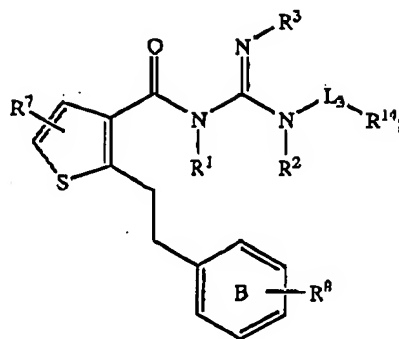
each R^8 is independently selected from halo, C_{1-4} alkyl, C_{1-3} alkoxy, $CO(C_{1-3} \text{ alkyl})$, $CONH(C_{1-3} \text{ alkyl})$, $SO_2(C_{1-3} \text{ alkyl})$, or $SO_2NH(C_{1-3} \text{ alkyl})$.

Claim 18. (Previously Presented) The compound or salt of claim 1 represented by formulae III-C or III-D:



III-C

or



III-D

wherein:

R^1 , and R^2 are each hydrogen;

R^3 is hydrogen;

L_2 is $-\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-$, or $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_2-$;

L_3 is a direct link, $-\text{CH}_2-$, or $-\text{CH}_2\text{CH}_2-$;

R^7 is absent or is one to three -halo, $-\text{CO}_2R^1$, $-\text{C}(\text{O})R^1$, or $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$;

R^8 is one or more -halo, $-\text{NO}_2$, $-\text{CN}$, or a substituted or unsubstituted group selected from $-\text{R}^{12}$, $-\text{OR}^1$, $-\text{SR}^{12}$, $-\text{C}_{6-10}$ aryl, -heterocyclyl, -heteroaryl, $-(\text{C}_{6-10}$ aryl)alkyl, -(heterocyclyl)alkyl, -heteroaryl)alkyl, $-\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{C}(\text{O})R^1$, $-\text{NR}^{10}\text{C}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{CO}_2R^{12}$, $-\text{CO}_2R^1$, $-\text{C}(\text{O})R^1$, $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})_2R^{12}$, $-\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})R^{12}$, $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{SO}_2R^{12}$, $-\text{C}(=\text{NH})-\text{N}(\text{R}^{10})_2$, or two adjacent R^8 taken together with their intervening atoms form a furan ring;

R^4 and R^5 are each independently selected from C_{1-3} alkyl or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

R^{14} is a C_{1-6} aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each R^{10} is independently selected from hydrogen, a substituted or unsubstituted C_{1-8} aliphatic group, $\text{C}(=\text{O})R^1$, CO_2R^1 , SO_2R^1 , or two R^{10} on the same nitrogen taken together with the

nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S; and
each R^{12} is independently selected from a substituted or unsubstituted C_{1-8} aliphatic group.

Claim 19. (Previously Presented) The compound or salt of claim 18 wherein:

R^1 , R^2 , and R^3 are each hydrogen;

L_2 is $-\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-$, or $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_2$;

L_3 is a direct link, $-\text{CH}_2-$, or $-\text{CH}_2\text{CH}_2-$;

R^7 is absent;

R^8 is -halo, -CN, or a substituted or unsubstituted group selected from $-\text{R}^{12}$, $-\text{OR}^1$, $-\text{SR}^{12}$, $-\text{N}(\text{R}^{10})_2$, $-\text{NR}^{10}\text{C}(\text{O})\text{R}^1$, $-\text{NR}^{10}\text{CO}_2\text{R}^{12}$, $-\text{CO}_2\text{R}^1$, $-\text{C}(\text{O})\text{R}^1$, $-\text{O}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})_2\text{R}^{12}$, $-\text{SO}_2\text{N}(\text{R}^{10})_2$, $-\text{S}(\text{O})\text{R}^{12}$, $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$, or $-\text{NR}^{10}\text{SO}_2\text{R}^{12}$, or two adjacent R^8 taken together with their intervening atoms form a furan ring;

R^4 and R^5 are each independently selected from C_{1-3} alkyl or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

R^{14} is a C_{1-6} aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each R^{10} is hydrogen; and

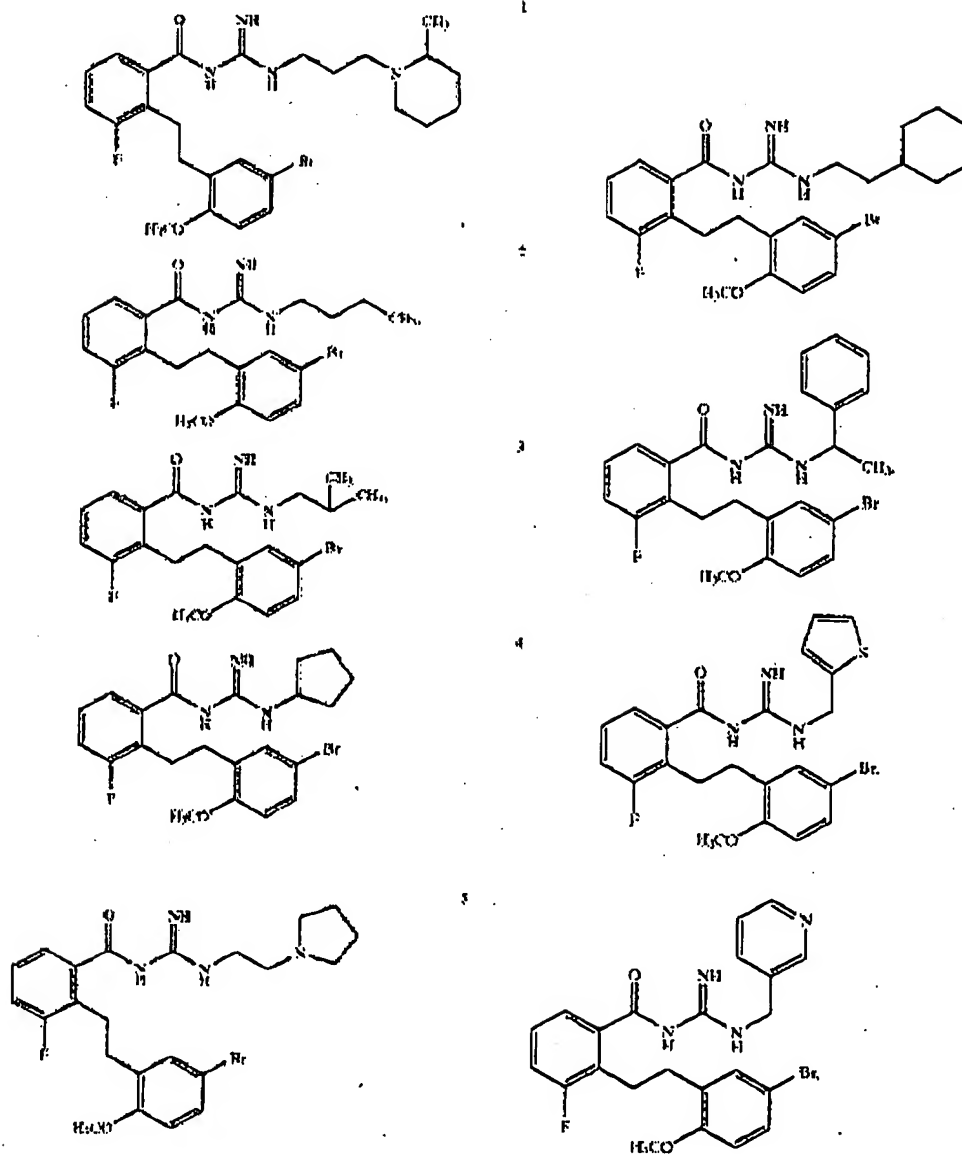
each R^{12} is independently selected from a substituted or unsubstituted C_{1-5} aliphatic group.

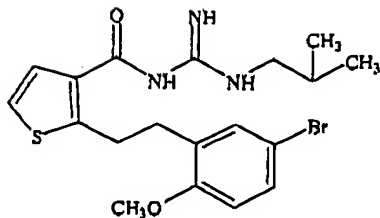
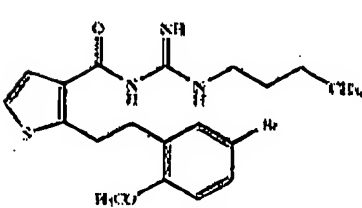
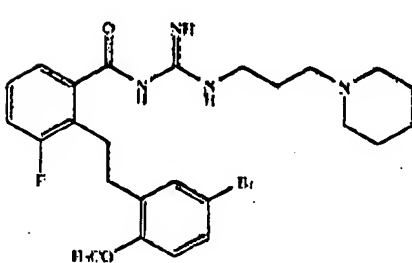
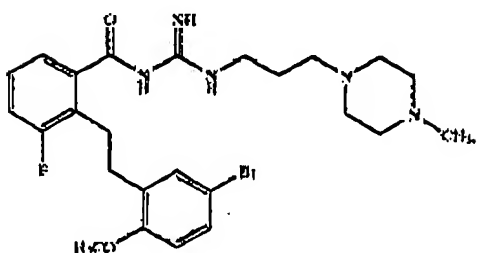
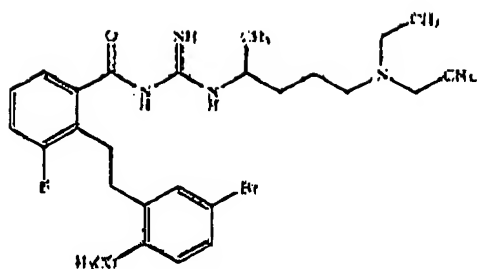
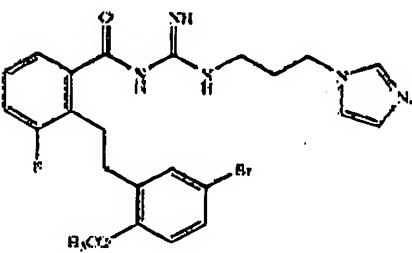
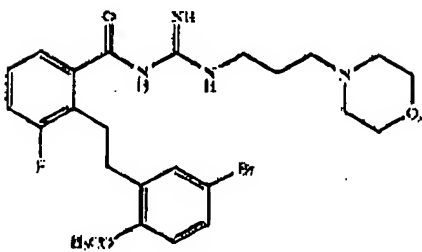
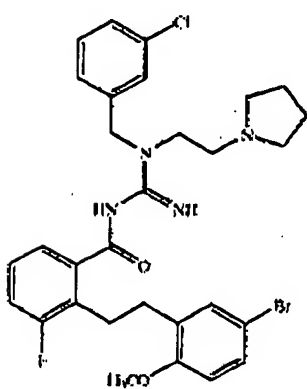
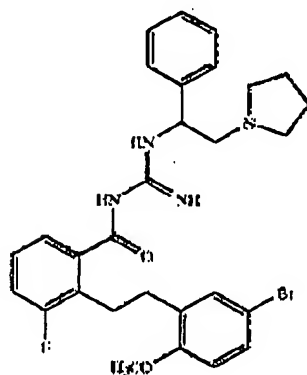
Claim 20. (Previously Presented) The compound or salt of claim 18 wherein:

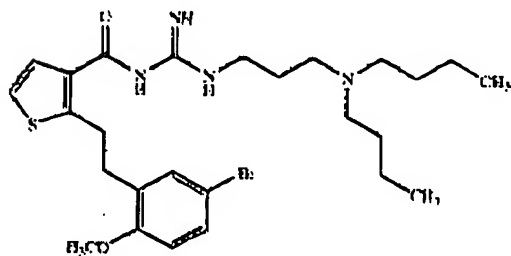
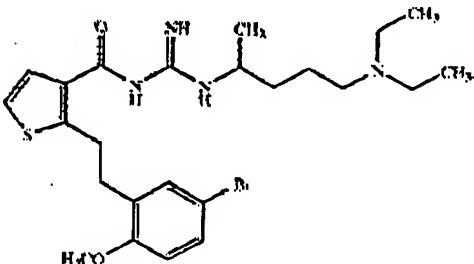
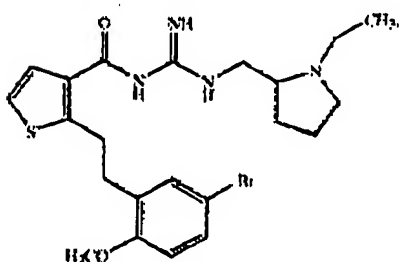
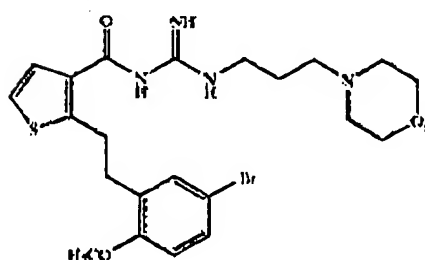
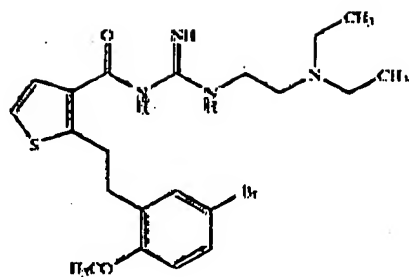
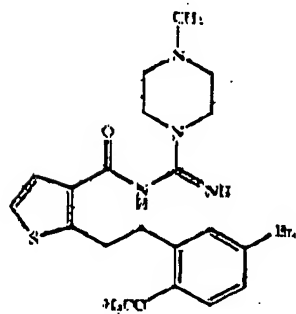
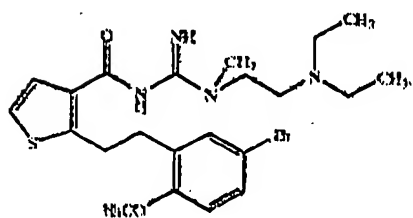
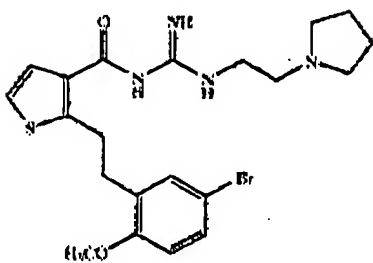
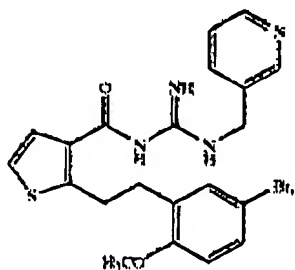
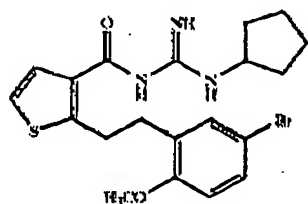
Ring B is a phenyl ring having two R^8 substituents that are para to one another; and

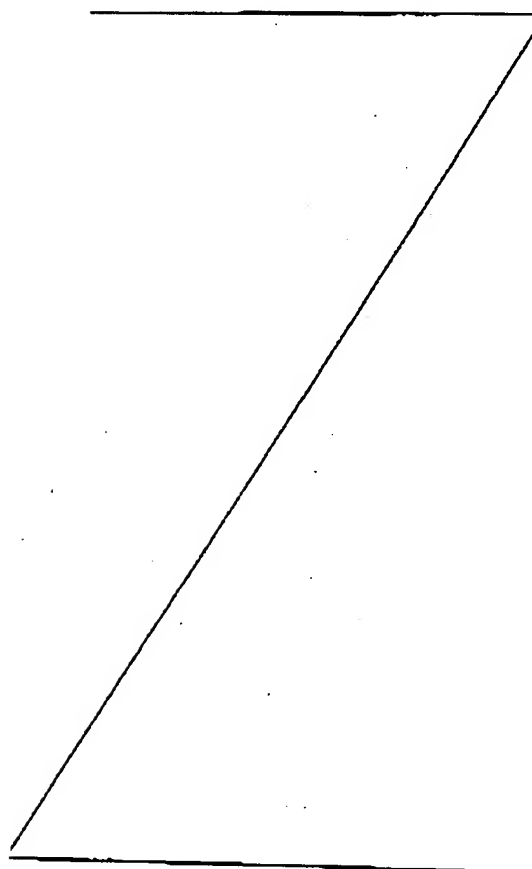
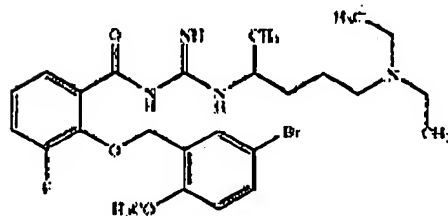
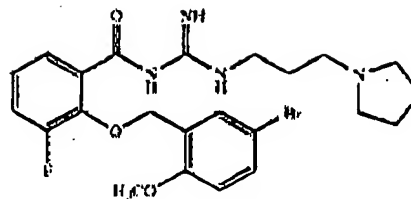
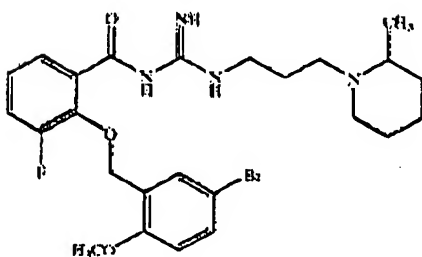
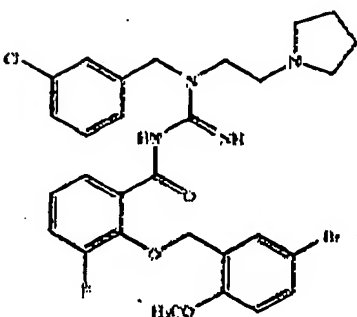
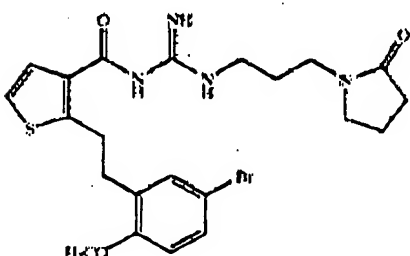
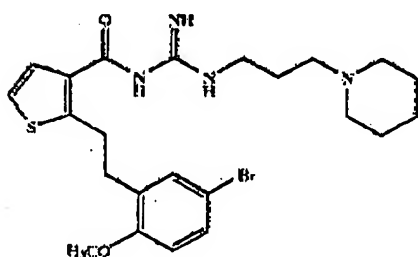
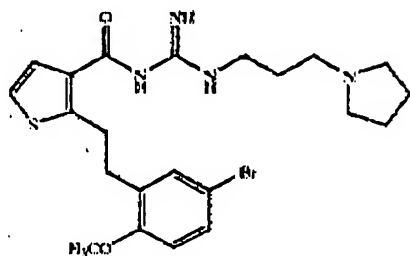
each R^8 is independently selected from halo, C_{1-4} alkyl, C_{1-3} alkoxy, $\text{CO}(\text{C}_{1-3} \text{ alkyl})$, $\text{CONH}(\text{C}_{1-3} \text{ alkyl})$, $\text{SO}_2(\text{C}_{1-3} \text{ alkyl})$, or $\text{SO}_2\text{NH}(\text{C}_{1-3} \text{ alkyl})$.

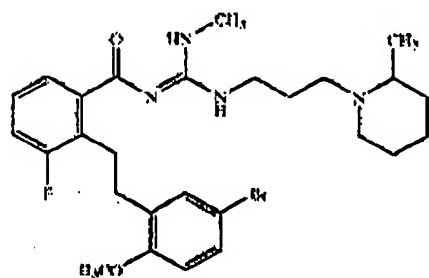
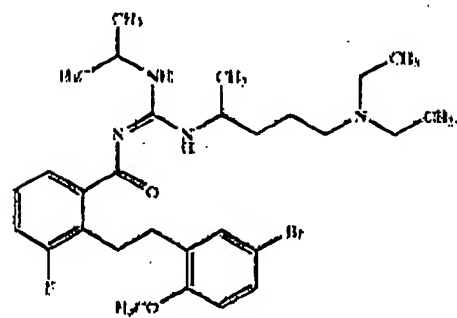
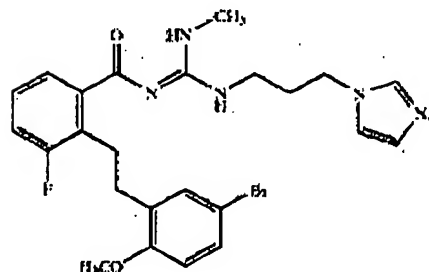
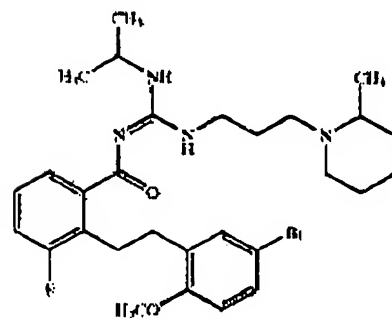
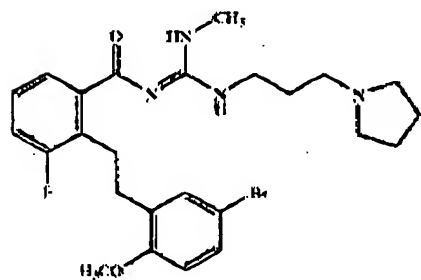
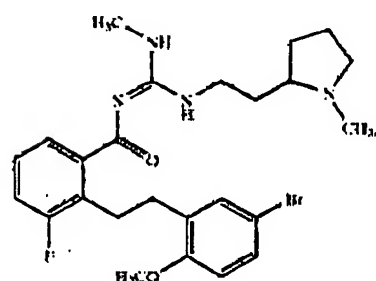
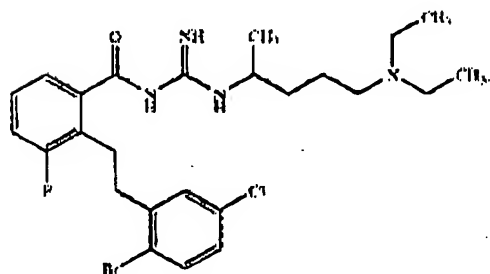
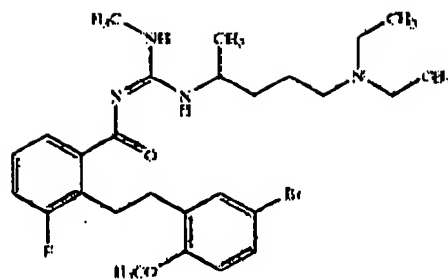
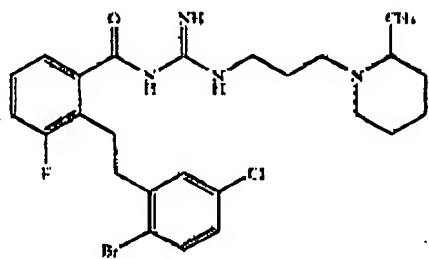
Claim 21. (Previously Presented) A compound according to claim 1 selected from the group consisting of:

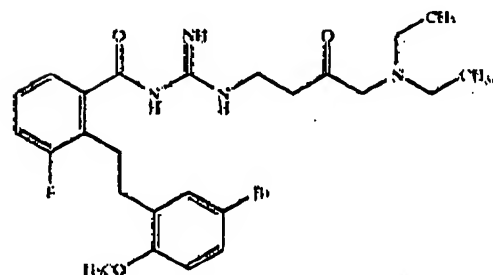
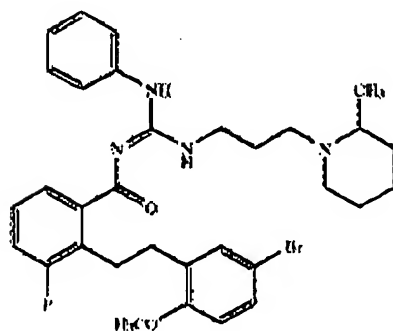
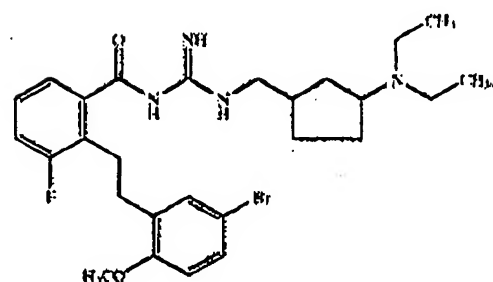
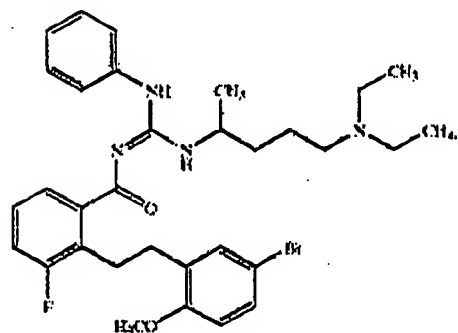
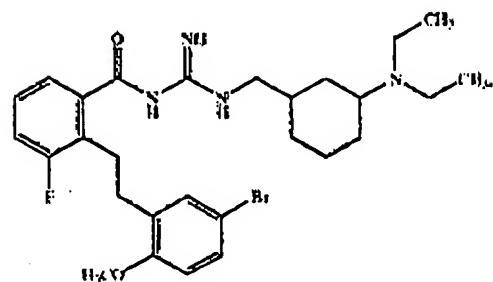
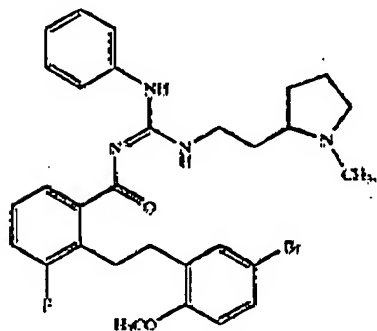
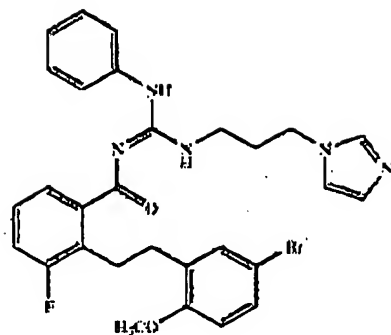
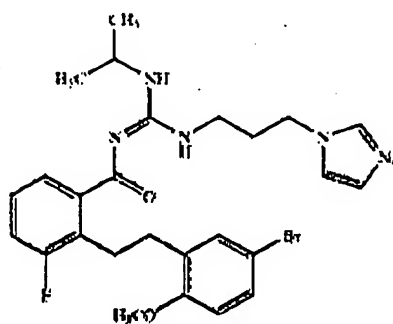


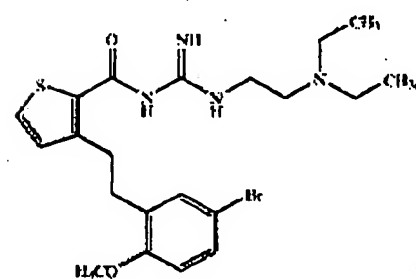
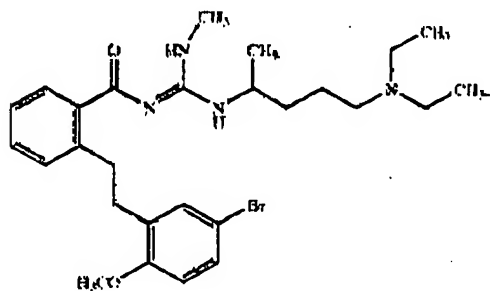
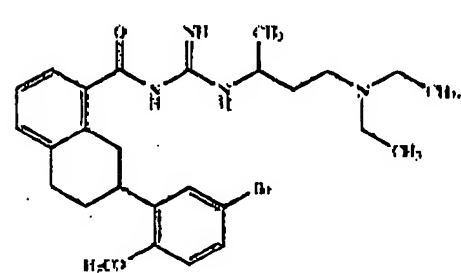
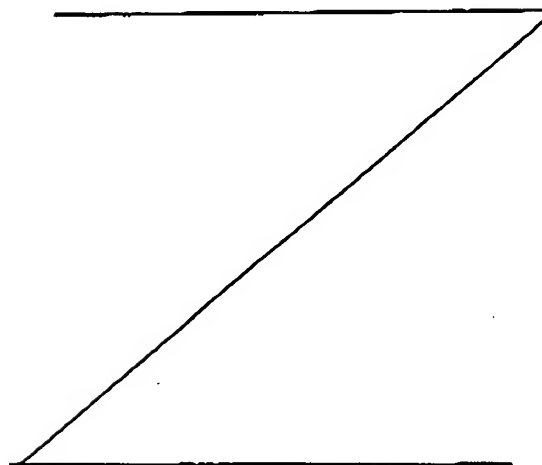
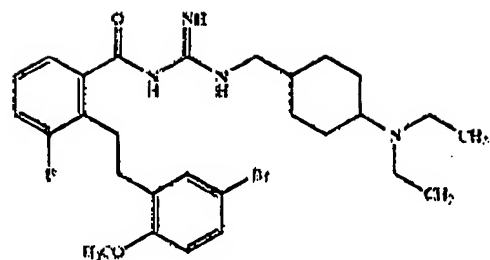
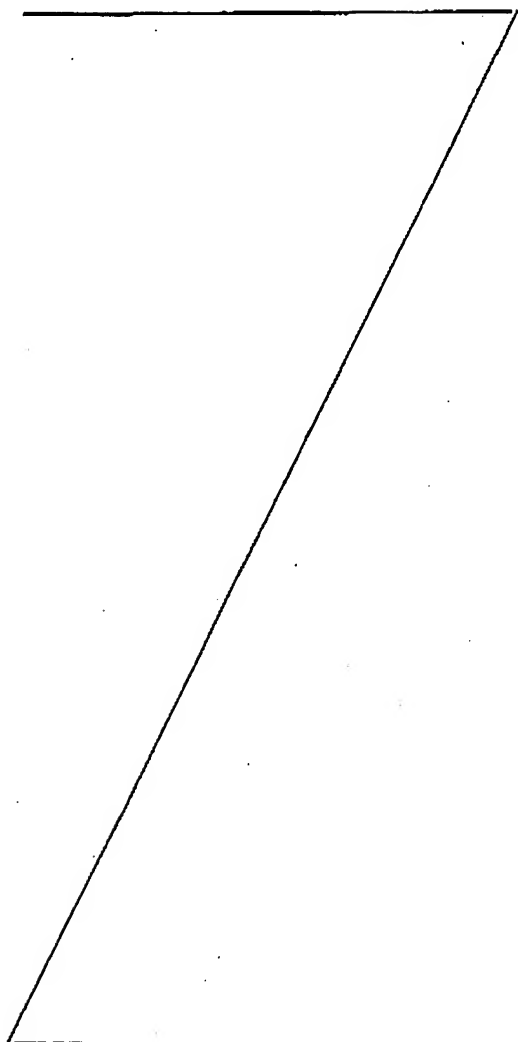


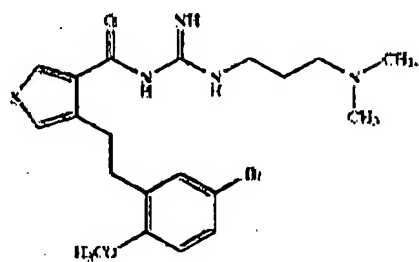




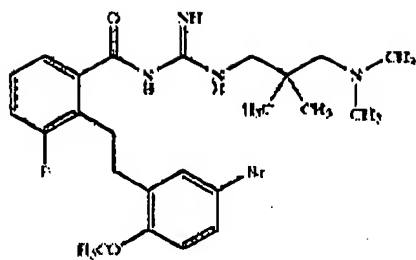




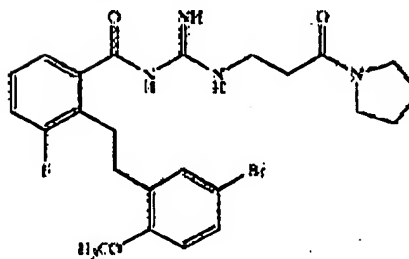




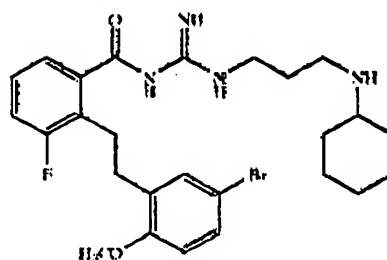
65



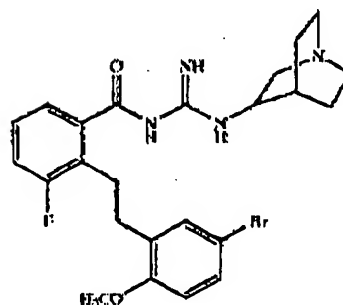
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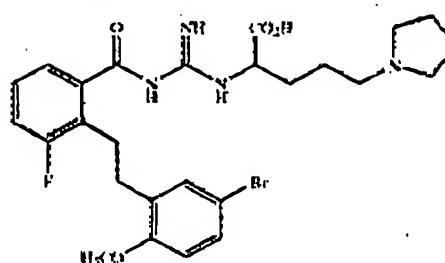
67



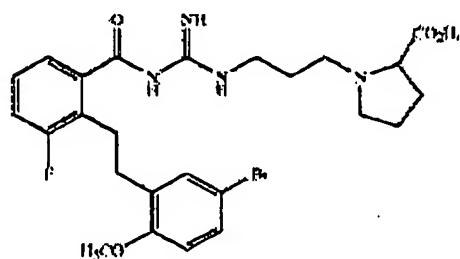
68



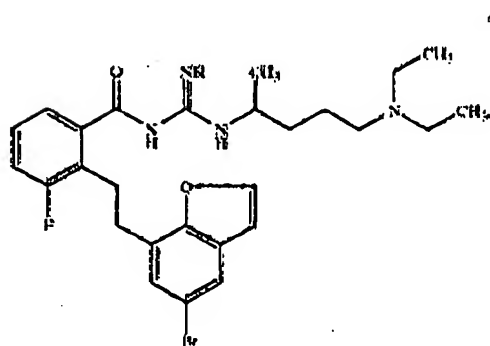
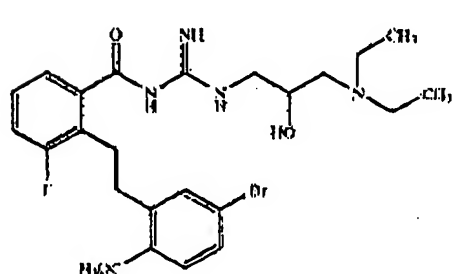
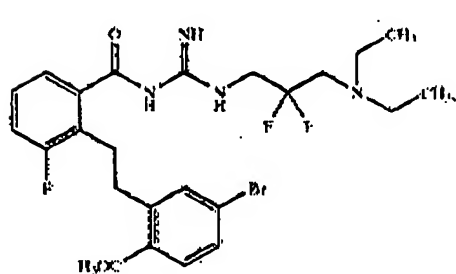
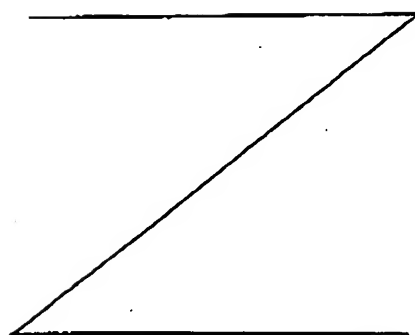
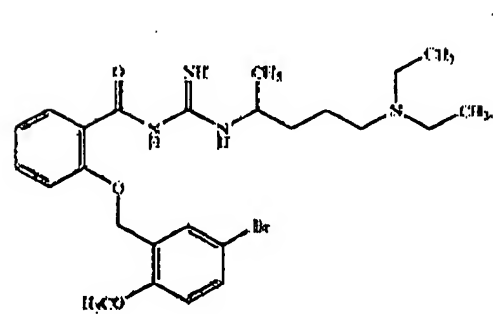
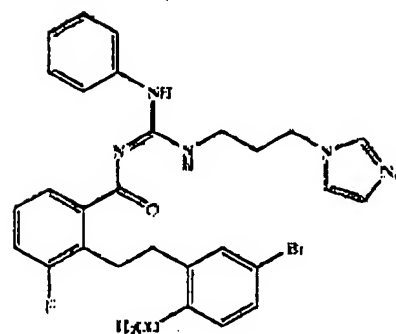
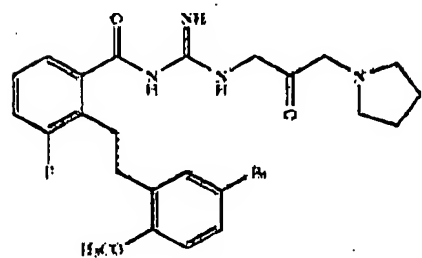
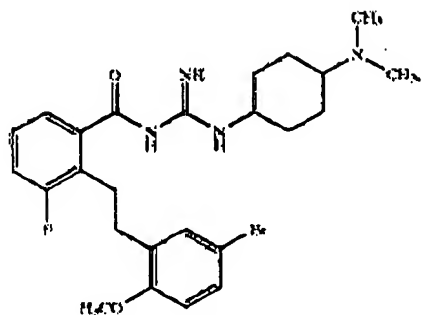
69

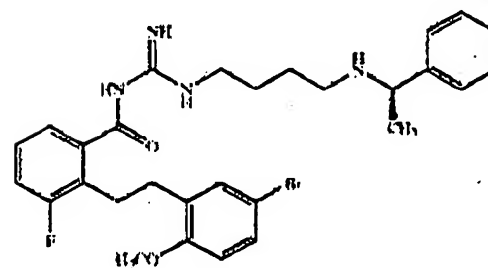
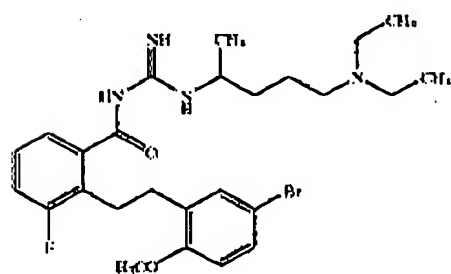
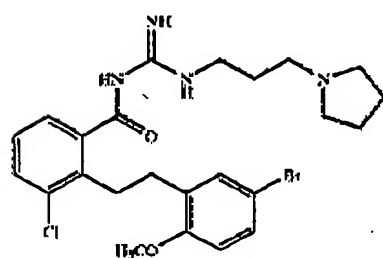
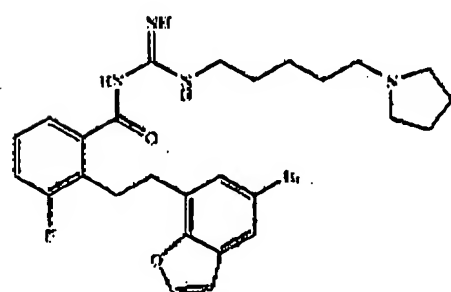
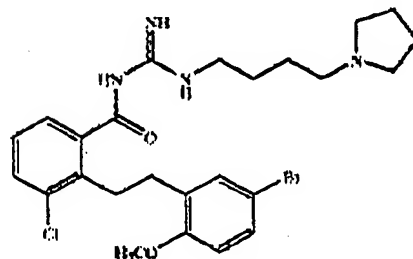
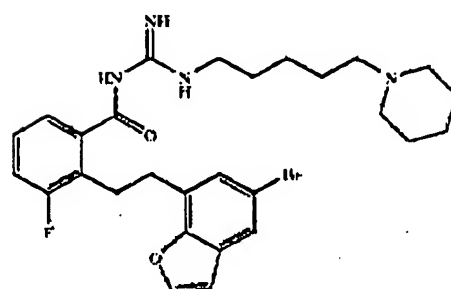
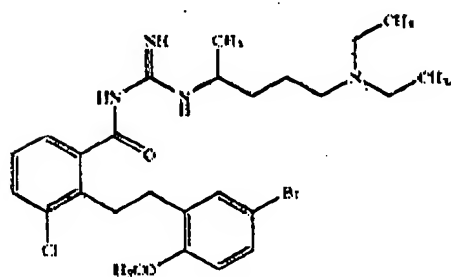
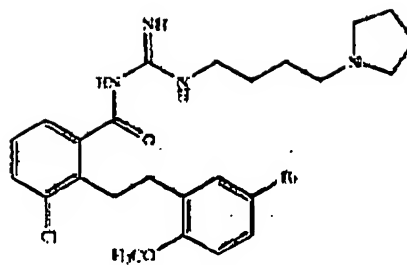
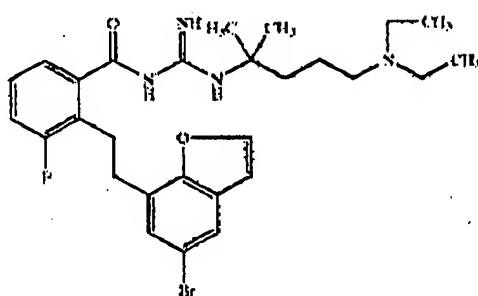


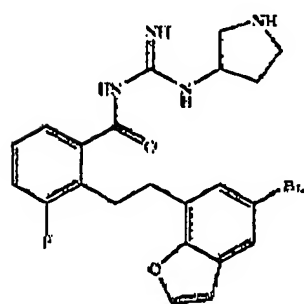
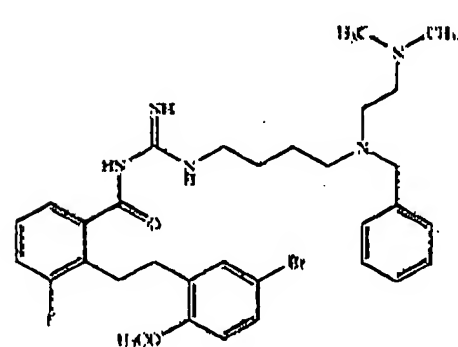
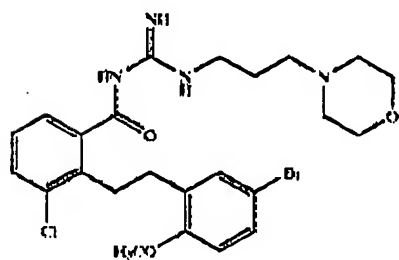
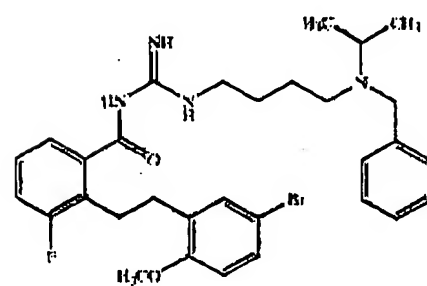
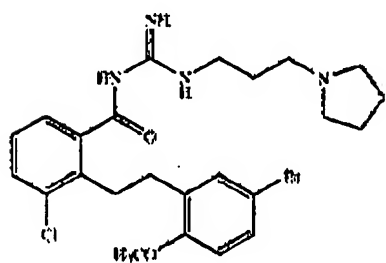
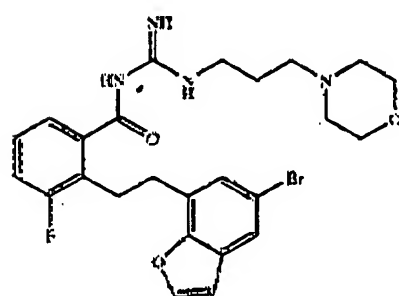
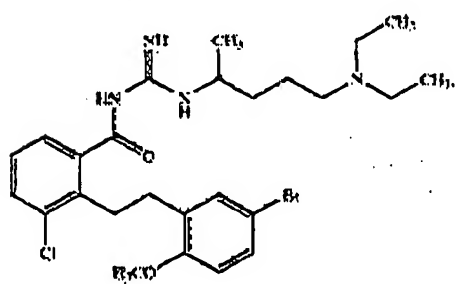
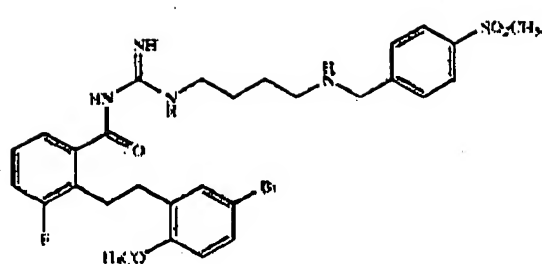
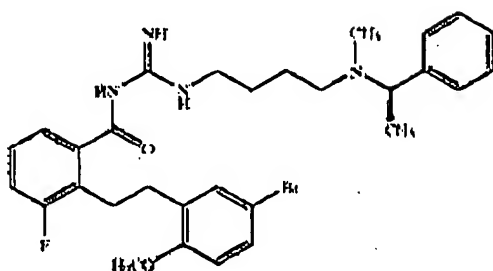
70

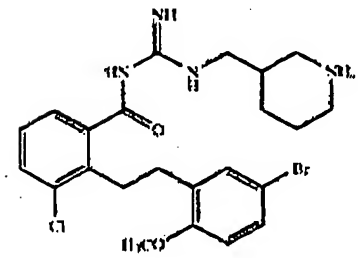
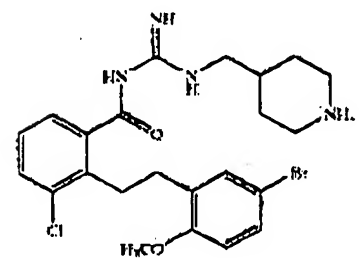
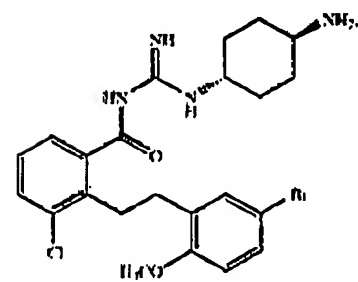
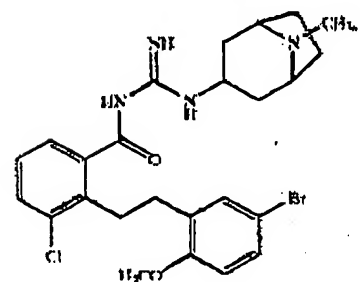
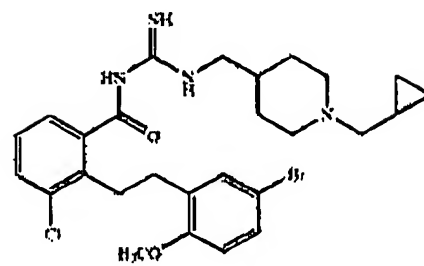
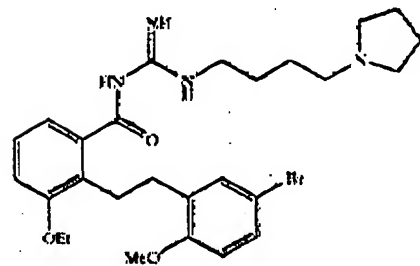
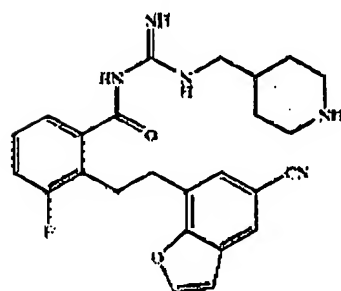
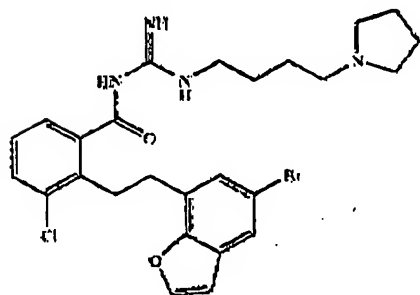
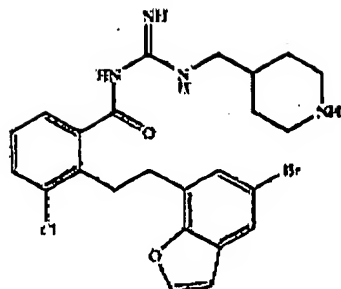
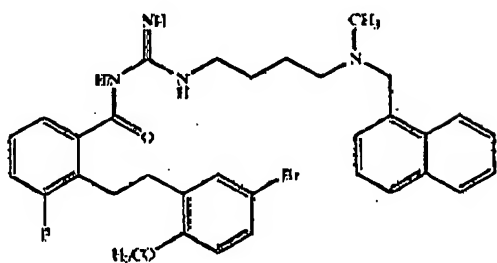


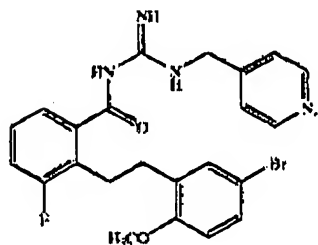
71



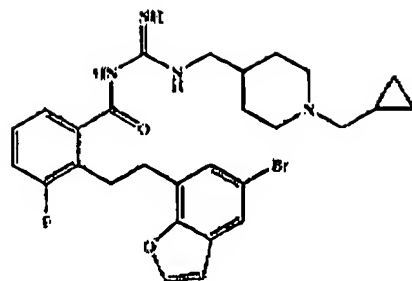




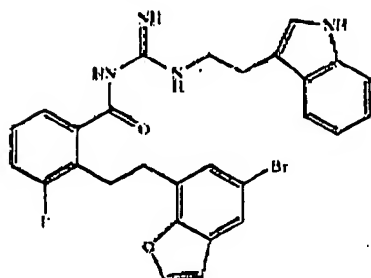




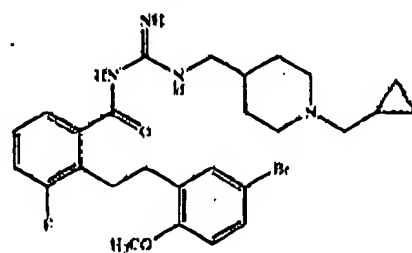
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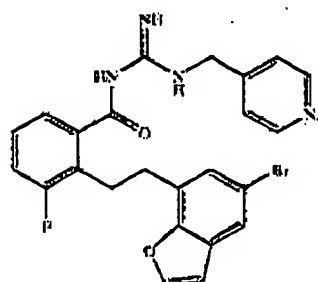
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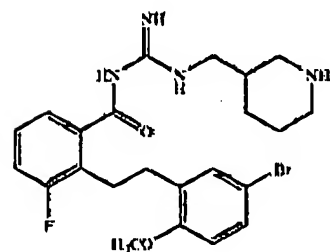
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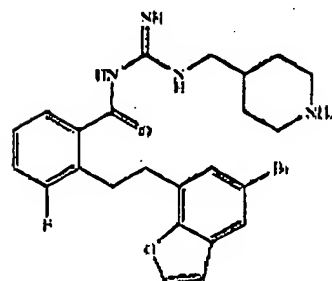
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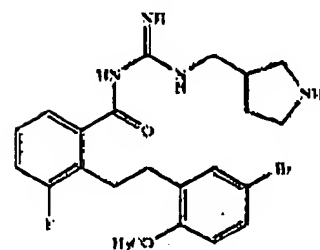
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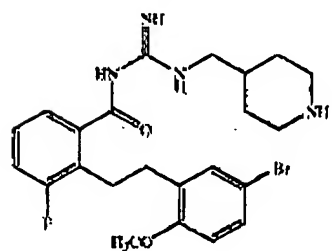
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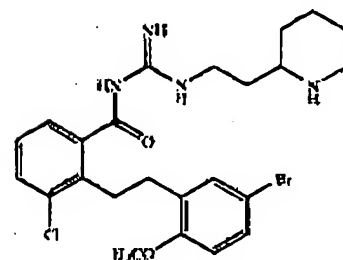
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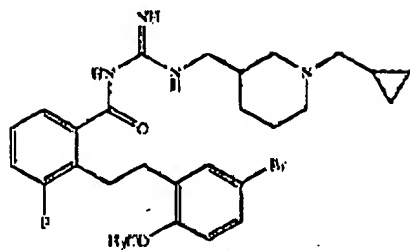
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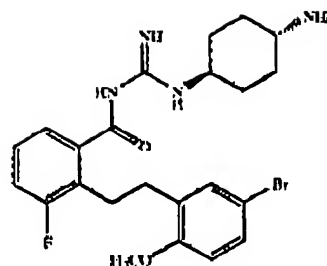
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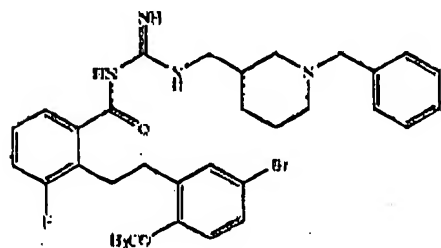
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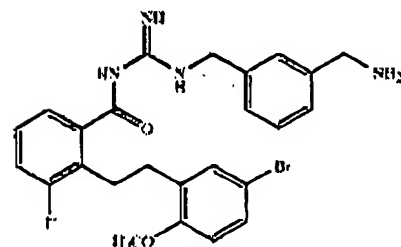
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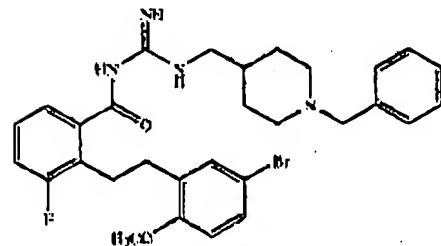
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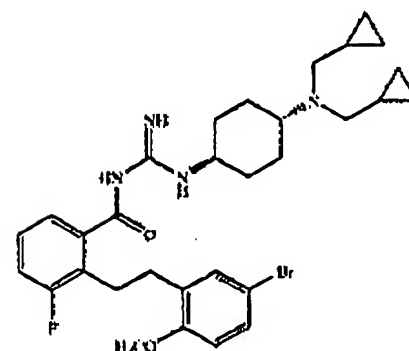
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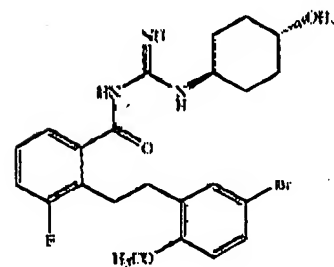
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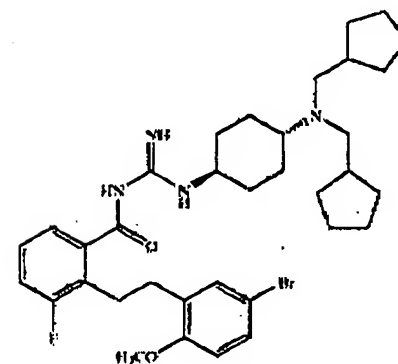
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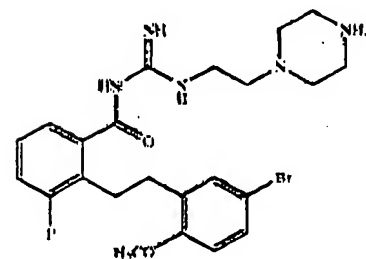
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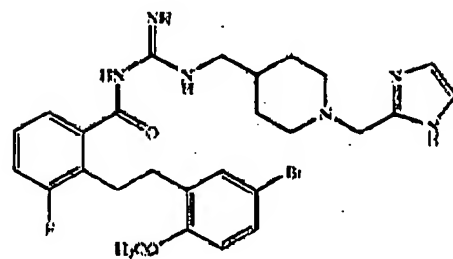
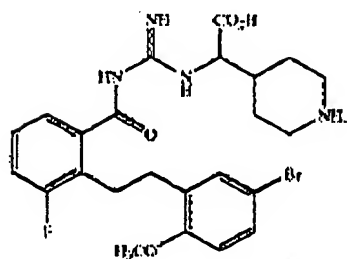
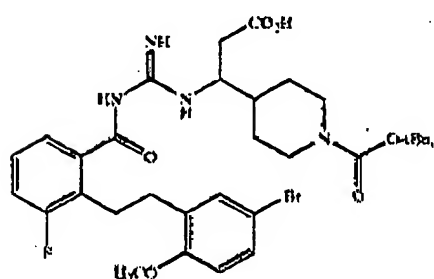
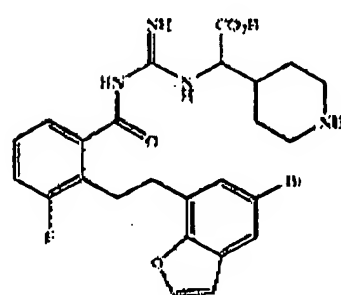
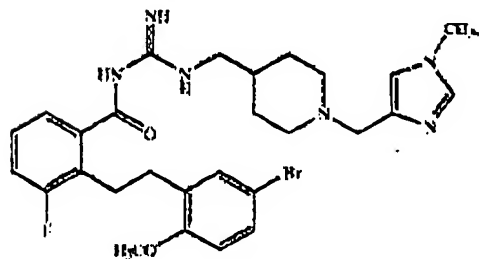
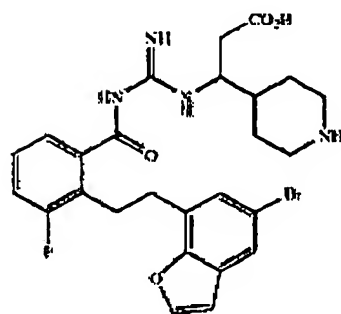
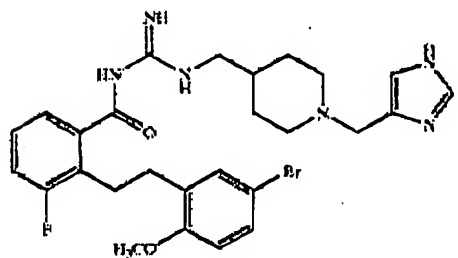
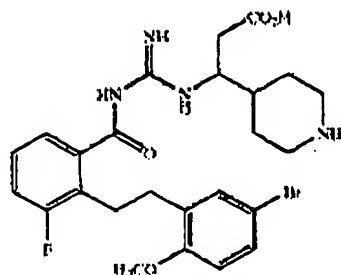
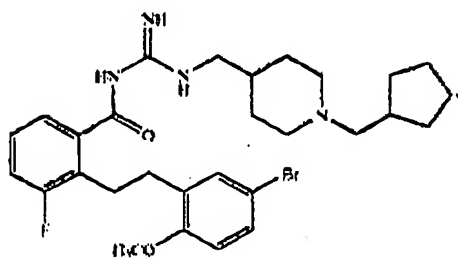
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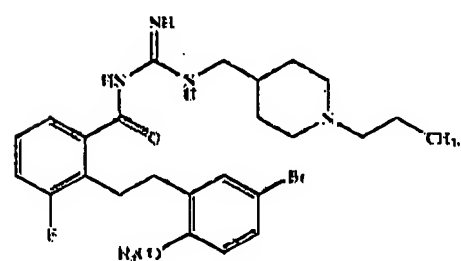
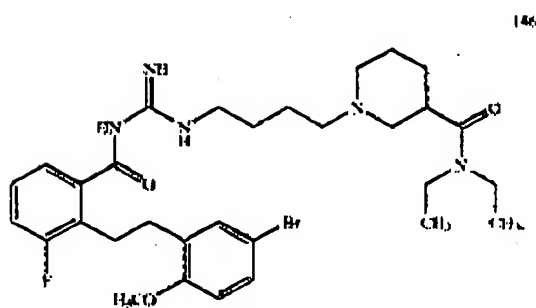
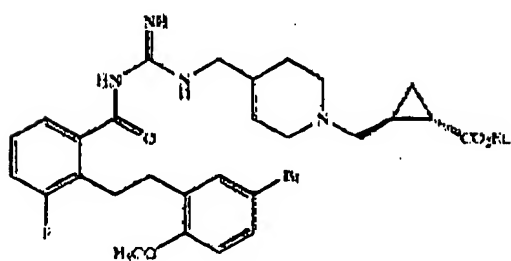
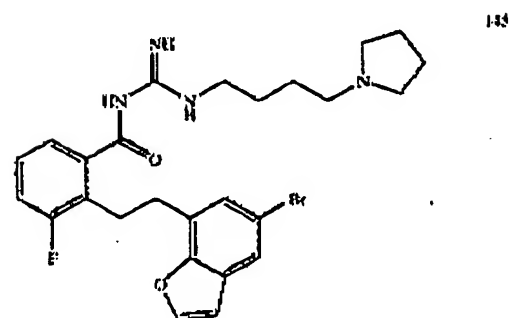
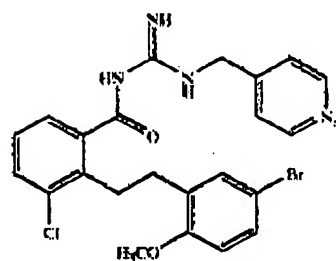
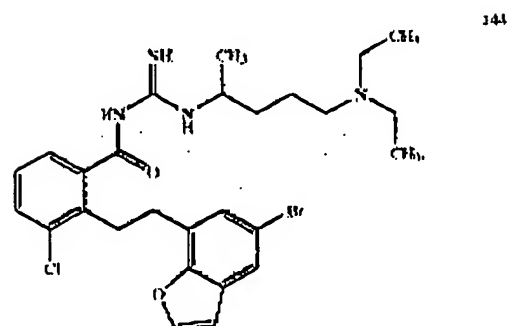
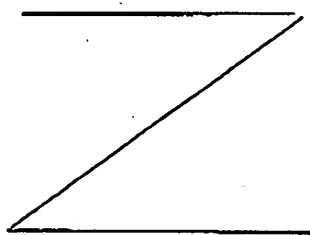
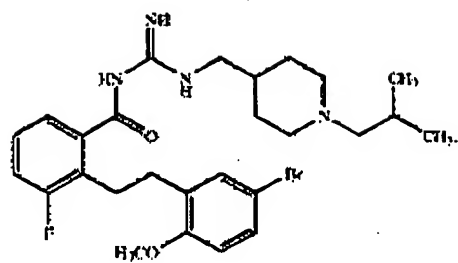
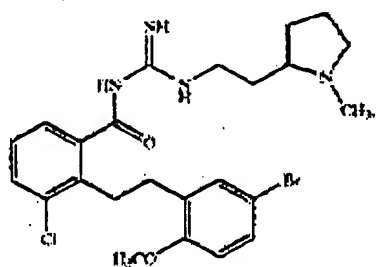


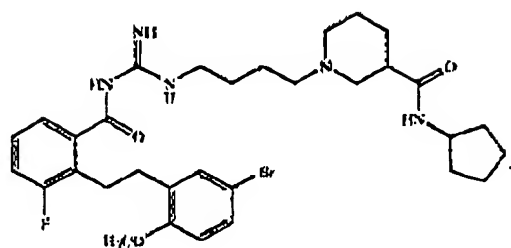
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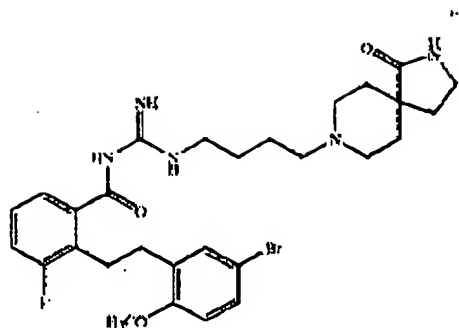
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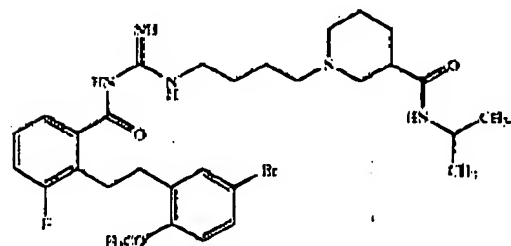




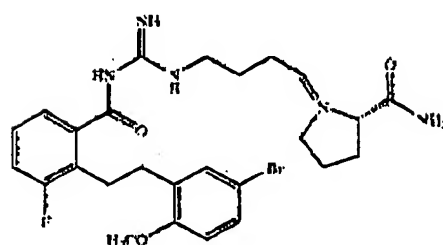
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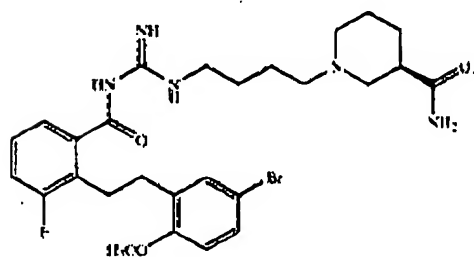
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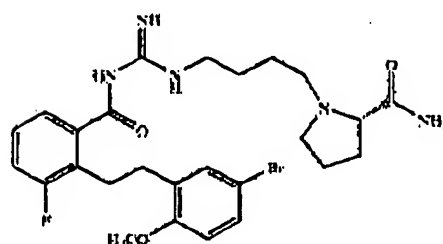
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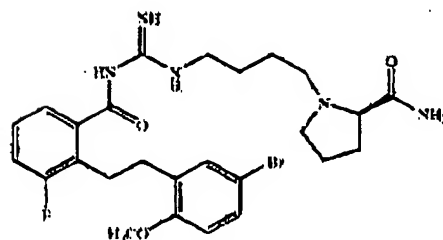
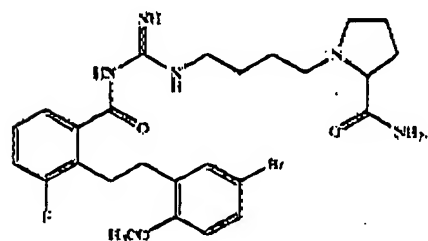
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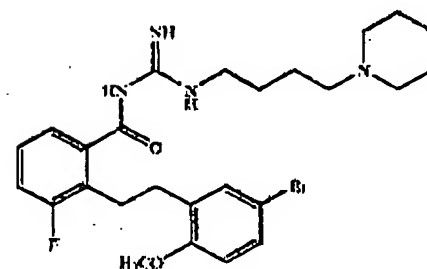
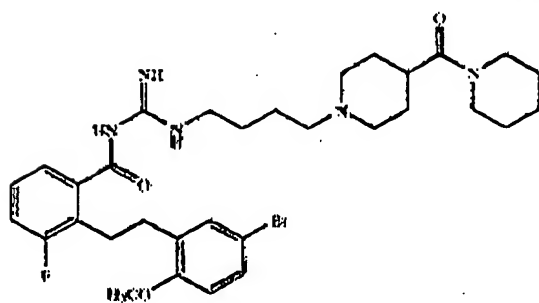
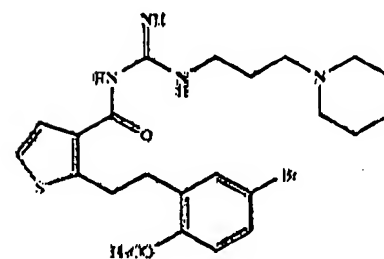
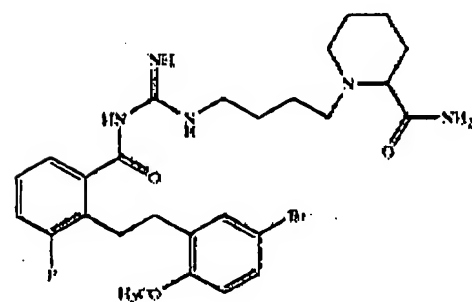
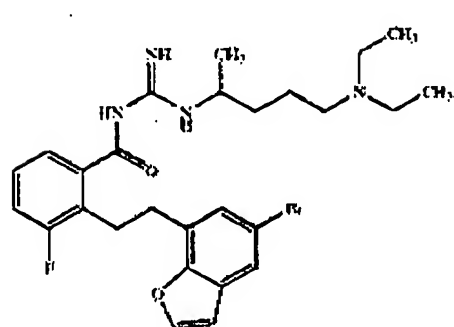
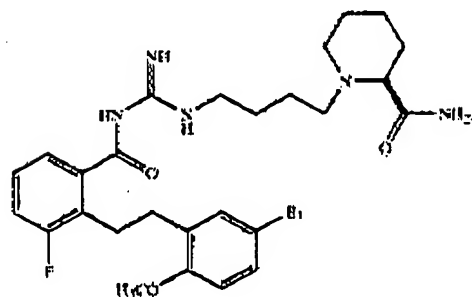
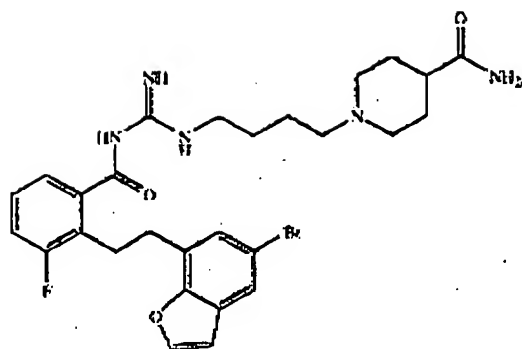
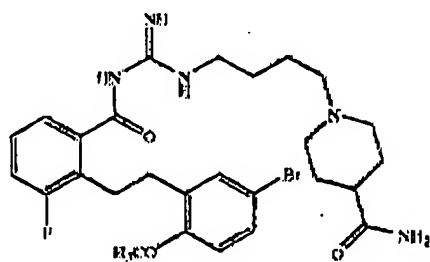


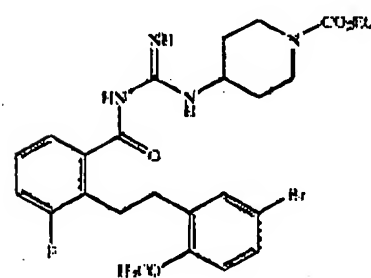
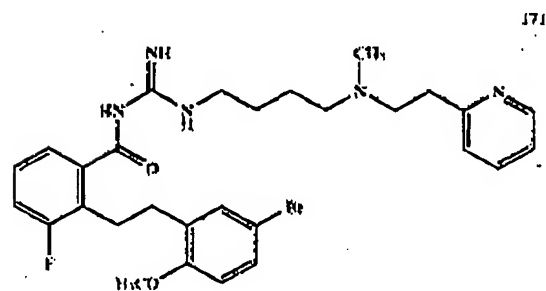
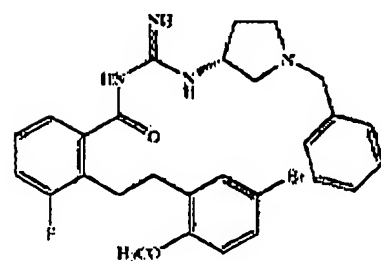
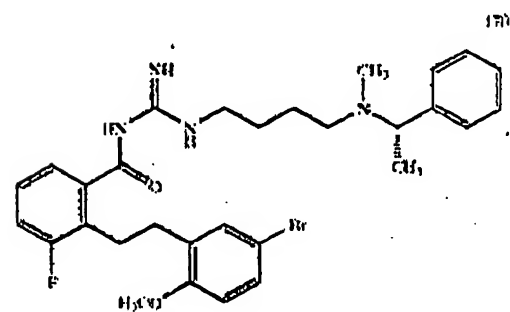
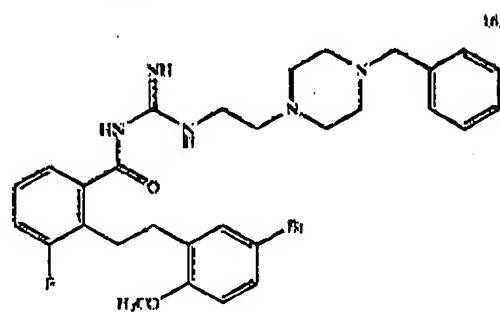
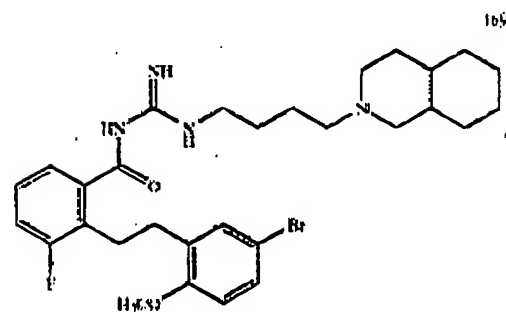
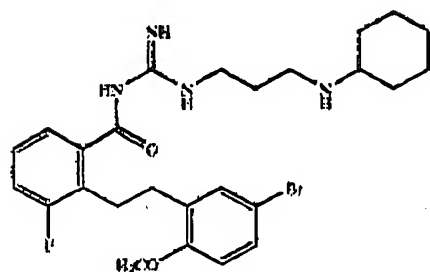
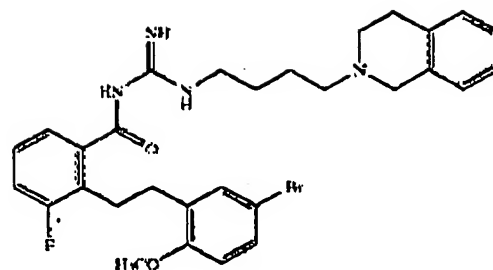
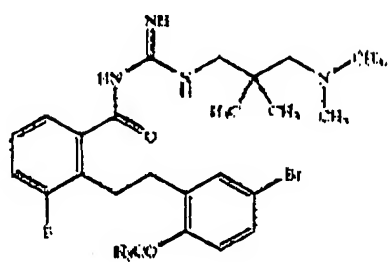
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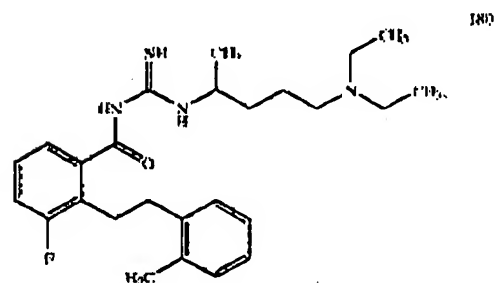
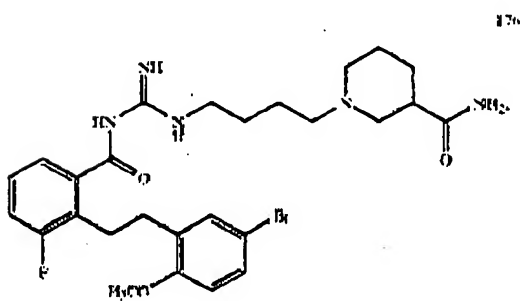
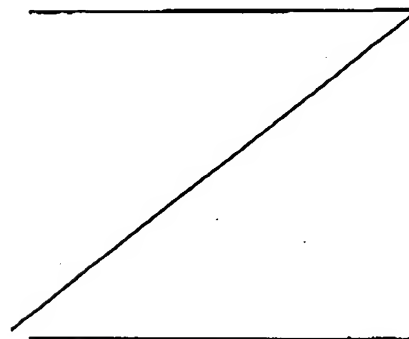
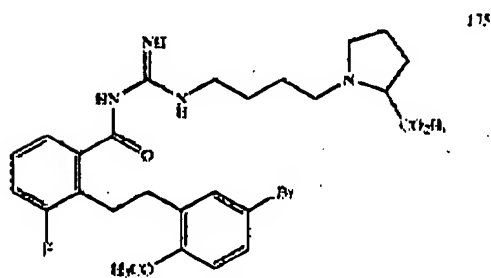
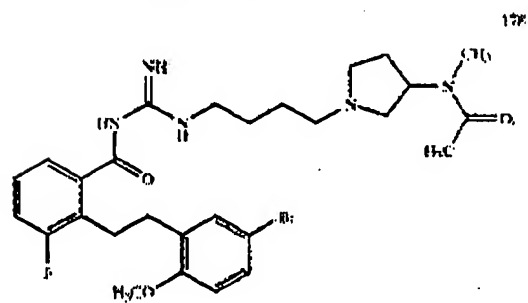
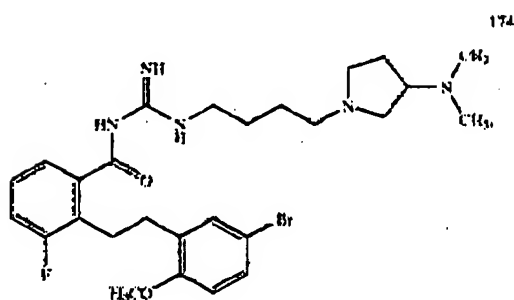
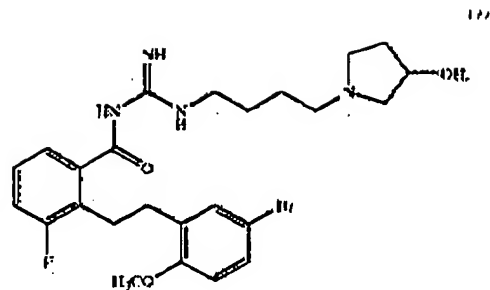
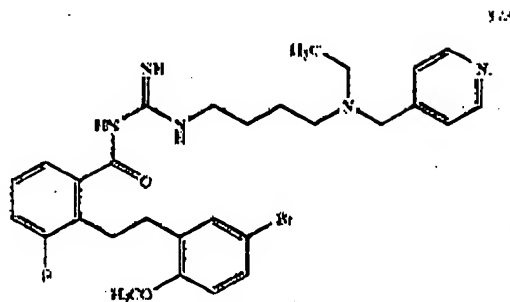


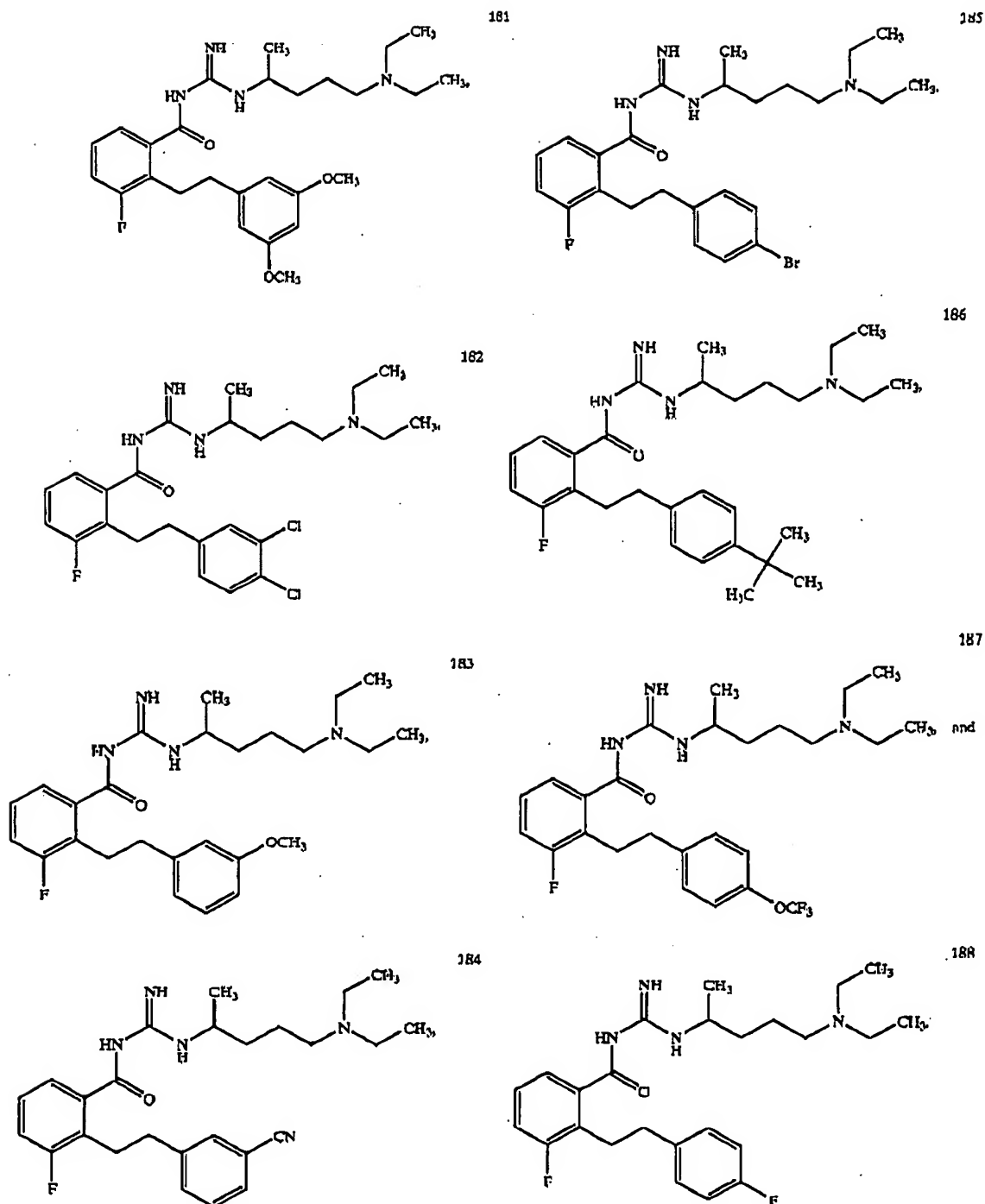
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or a pharmaceutically acceptable salt thereof.

Claim 22. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 1 or salt thereof and a pharmaceutically acceptable carrier.

Claim 23. (Cancelled).

Claim 24. (Cancelled).

Claim 25. (Cancelled).

Claim 26. (Cancelled).

Claim 27. (Cancelled).

Claim 28. (Cancelled).

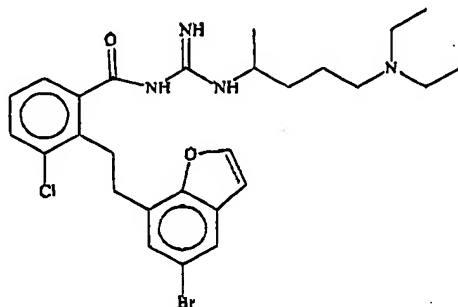
Claim 29. (Cancelled).

Claim 30. (Cancelled).

Claim 31. (Cancelled)

Claim 32. (Cancelled).

Claim 33. (Currently Amended) A compound ~~of claim 1~~ having the formula

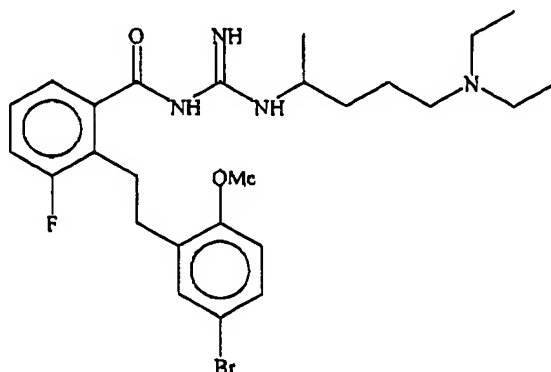


or a salt thereof.

Claim 34. (Previously Presented) A pharmaceutical composition comprising a compound or salt according to claim 33 and a pharmaceutically acceptable carrier.

Claim 35. (Cancelled).

Claim 36. (New) A compound having the formula



or a salt thereof.

Claim 37. (New) A pharmaceutical composition comprising a compound or salt according to claim 36 and a pharmaceutically acceptable carrier.